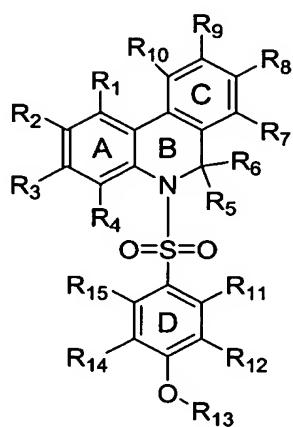


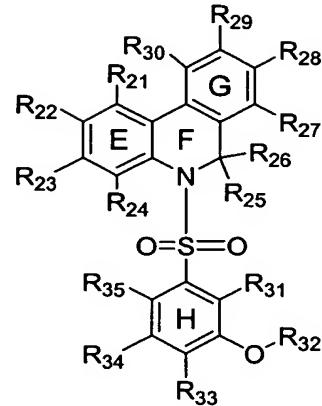
## CLAIMS

What is claimed is:

1. A compound of formulae (I) or (II) having the structure



(I)



(II)

wherein

$R_1, R_2, R_3, R_4, R_7, R_8, R_9, R_{10}, R_{11}, R_{12}, R_{14}$ , and  $R_{15}$  are each, independently, hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl,  $HO-R_{16}$ -,  $R_{17}-X-R_{16}$ -,  $HS-R_{16}$ -,  $R_{17}-S(O)-$ ,  $R_{17}-S(O)_2-$ ,  $R_{17}-SO_3-$ ,  $R_{17}-S(O)_2NR-$ ,  $-N(R)_2$ ,  $-NR-C(NH_2)=NR$ , cyano, nitro, halogen,  $-OR$ ,  $-SR$ ,  $-SO_3R$ ,  $-S(O)_2N(R)_2$ ,  $-C(O)R$ ,  $-C(R)=N-OR$ ,  $-C(NH_2)=NR$ ,  $-CO_2R$ ,  $-OC(O)R$ , or  $-C(O)N(R)_2$ ; or are taken together with either  $R_{p+1}$  or  $R_{p-1}$  linked with an -alkylene-, or -X-alkylene-group;

$R_5$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl,  $HO-R_{16}$ -,  $R_{17}-X-R_{16}$ -,  $HS-R_{16}$ -,  $-CR(O)$ ,  $-CO_2R$ , or  $-C(O)N(R)_2$ ; or  $R_5$  may be taken together with either  $R_6$  or  $R_7$  and linked with an -alkylene- or -X-alkylene- group;

$R_6$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl,  $HO-R_{16}$ -,  $R_{17}-X-R_{16}$ -,  $HS-R_{16}$ -,  $-CR(O)$ ,  $-CO_2R$ , or  $-C(O)N(R)_2$ ; or  $R_6$  may be taken together with either  $R_5$  or  $R_7$  and linked with an -alkylene- or -X-alkylene- group;

$R_{13}$  is  $R$ ,  $R_{17}-X-R_{16}$ -,  $R_{17}-S(O)-$ ,  $R_{17}-S(O)_2-$ ,  $-SO_3R$ ,  $-S(O)_2N(R)_2$ , or D-glucuronide;

$R_{16}$  is -alkylene-, -cycloalkylene-, -alkylene-X-alkylene-, -alkylene-X-cycloalkylene-, -cycloalkylene-X-alkylene-, or -cycloalkylene-X-cycloalkylene-;

$R_{17}$  is alkyl, aryl, heteroaryl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, alkenyl-X-alkylene-, cycloalkenyl-X-alkylene-, or perfluoroalkyl;

$R$  is, independently, hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, monofluoroalkyl, perfluoroalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, hydroxy-( $C_2$ - $C_6$ )alkyl, alkoxyalkyl, alkylthioalkyl, formyl, acyl, alkoxy carbonyl, - $C(O)NH_2$ , alkylaminocarbonyl, dialkylaminocarbonyl, alkylaminoalkyl, or dialkylaminoalkyl; or when an atom contains two  $R$  groups, the  $R$  groups may be taken together linked with an -alkylene- group;

$X$  is O, -NR-, -S(O)<sub>m</sub>-, -C(O)-, -OC(O)-, -C(O)O-, -NRC(O)-, or -C(O)NR-;

$m$  is 0, 1, or 2;

$p$  is 2, 3, 6, 7, 8, 9, 12, 13, or 14;

$R_{21}$ ,  $R_{22}$ ,  $R_{23}$ ,  $R_{24}$ ,  $R_{27}$ ,  $R_{28}$ ,  $R_{29}$ ,  $R_{30}$ ,  $R_{31}$ ,  $R_{33}$ ,  $R_{34}$ , and  $R_{35}$  are, independently, hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -,  $R_{17}$ -S(O)-,  $R_{17}$ -S(O)<sub>2</sub>-,  $R_{17}$ -SO<sub>3</sub>-,  $R_{17}$ -S(O)<sub>2</sub>NR-, -N(R)<sub>2</sub>, -NR-C(NH<sub>2</sub>)=NR, cyano, nitro, halogen, -OR, -SR, -SO<sub>3</sub>R, -S(O)<sub>2</sub>N(R)<sub>2</sub>, -C(O)R, -C(R)=N-OR, -C(NH<sub>2</sub>)=NR, -CO<sub>2</sub>R, -OC(O)R, or -C(O)N(R)<sub>2</sub>; or are taken together with either  $R_{q+1}$  or  $R_{q-1}$  linked with an -alkylene-, or -Y-alkylene- group;

$R_{25}$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -, -CR(O), -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_{25}$  may be taken together with either  $R_{26}$  or  $R_{27}$  and linked with an -alkylene- or -Y-alkylene- group;

$R_{26}$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -, -CR(O), -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_{26}$  may be taken together with either  $R_{25}$  or  $R_{27}$  and linked with an -alkylene- or -Y-alkylene- group;

$R_{32}$  is R,  $R_{17}$ -Y- $R_{16}$ -,  $R_{17}$ -S(O)-,  $R_{17}$ -S(O)<sub>2</sub>-, -SO<sub>3</sub>R, -S(O)<sub>2</sub>N(R)<sub>2</sub>, or D-glucuronide;

Y is O, -NR-, -S(O)<sub>n</sub>-, -C(O)-, -OC(O)-, -C(O)O-, -NRC(O)-, or -C(O)NR-;

$n$  is 0, 1, or 2;

$q$  is 22, 23, 26, 27, 28, 29, 32, 33, or 34;

or a pharmaceutically acceptable salt thereof.

2. The compound according to claim 1, wherein the compound is of formula (I) or a pharmaceutical acceptable salt thereof.

3. The compound according to claim 2, wherein  $R_{13}$  is hydrogen, or a pharmaceutically acceptable salt thereof.

4. The compound according to claim 3, wherein

$R_1, R_2, R_3, R_4, R_7, R_8, R_9, R_{10}, R_{11}, R_{12}, R_{14}$ , and  $R_{15}$  are each, independently, hydrogen,  $R_{17}$ , aryl- $R_{16}-$ ,  $R_{17}-X-R_{16}-$ , hydroxyalkyl,  $HO-R_{16}-$ , halogen, -OR, -COR, or  $-CO_2R$ ;

$R_5$  and  $R_6$  are each, independently, hydrogen or  $R_{17}$ ;

$R_{16}$  is -alkylene-;

$R_{17}$  is alkyl, aryl, heteroaryl, or perfluoroalkyl;

R is hydrogen or alkyl; or a pharmaceutically acceptable salt thereof.

5. The compound according to claim 1, wherein the compound is of formula (II) or a pharmaceutical acceptable salt thereof.

6. The compound according to claim 5, wherein  $R_{32}$  is hydrogen, or a pharmaceutically acceptable salt thereof.

7. The compound according to claim 6, wherein

$R_{21}, R_{22}, R_{23}, R_{24}, R_{27}, R_{28}, R_{29}, R_{30}, R_{31}, R_{33}, R_{34}$ , and  $R_{35}$  are each, independently, hydrogen,  $R_{17}$ , aryl- $R_{16}-$ ,  $R_{17}-Y-R_{16}-$ , hydroxyalkyl,  $HO-R_{16}-$ , halogen, -OR, -COR, or  $-CO_2R$ ;

$R_{25}$  and  $R_{26}$  are each, independently, hydrogen or  $R_{17}$ ;

$R_{16}$  is -alkylene-;

$R_{17}$  is alkyl, aryl, heteroaryl, or perfluoroalkyl;

R is hydrogen or alkyl; or a pharmaceutically acceptable salt thereof.

8. The compound according to claim 1, which is

- a) 4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- b) 4-{{(S)-6-methylphenanthridin-5(6H)-yl}sulfonyl}phenol;
- c) 4-{{(R)-6-methylphenanthridin-5(6H)-yl}sulfonyl}phenol;
- d) 4-[(2-bromo-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- e) 2-methyl-4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;

- f) 4-[(2-bromo-6-methylphenanthridin-5(6H)-yl)sulfonyl]-2-methylphenol;
- g) 4-[(6-butylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- h) 4-[(2-bromo-6-butylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- i) 4-[(6-phenylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- j) 4-{[(S)-6-phenylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- k) 4-{[(R)-6-phenylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- l) 4-[(2-bromo-6-phenylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- m) 2-bromo-4-[(2-bromo-6-phenylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- n) 4-[(6-*tert*-butylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- o) 4-{[(R)-6-*tert*-butylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- p) 4-{[(S)-6-*tert*-butylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- q) 4-[(2-bromo-6-*tert*-butylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- r) 4-[(6-ethylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- s) 4-[(2-bromo-6-ethylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- t) 4-[(6-ethylphenanthridin-5(6H)-yl)sulfonyl]-2-methylphenol;
- u) 4-[(2-bromo-6-ethylphenanthridin-5(6H)-yl)sulfonyl]-2-methylphenol;
- v) 4-{[(S\*)-6-[(R\*)-1-methylpropyl]phenanthridin-5(6H)-yl]sulfonyl}phenol;
- w) 4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]benzene-1,2-diol;
- x) 2-hydroxy-5-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]benzoic acid;
- y) ethyl 2-ethoxy-5-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]benzoate;
- z) 2-(hydroxymethyl)-4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- aa) 2-hydroxy-5-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]benzaldehyde;
- bb) 4-[(6-ethyl-2-thien-3-ylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- cc) 4-[(6-ethyl-2-(3-methoxyphenyl)phenanthridin-5(6H)-yl)sulfonyl]phenol;
- dd) 3-(6-ethyl-5-[(4-hydroxyphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl)phenol;
- ee) 4-[(2-dibenzo[b,d]furan-4-yl-6-ethylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- ff) 4-[(8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- gg) 4-{[(S)-8-fluoro-6-methylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- hh) 4-{[(R)-8-fluoro-6-methylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- ii) 4-[(8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]-2-methylphenol;
- jj) 5-[(4-hydroxyphenyl)sulfonyl]-6-methyl-5,6-dihydrophenanthridin-9-ol;
- kk) 5-[(4-hydroxy-3-methylphenyl)sulfonyl]-6-methyl-5,6-dihydrophenanthridin-9-ol;

- II) 5-[(4-hydroxy-3-methylphenyl)sulfonyl]-6-methyl-5,6-dihydrophenanthridin-7-ol;
- mm) 5-[(4-hydroxyphenyl)sulfonyl]-6-methyl-5,6-dihydrophenanthridin-7-ol;
- nn) 4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenol;
- oo) 4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]-2-methylphenol;
- pp) 4-[(6-ethyl-7-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- qq) 4-[(6-ethyl-9-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- rr) 4-[(2-bromo-6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenol;
- ss) 4-[(2-bromo-8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- tt) 2-chloro-4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenol;
- uu) 4-[(6-ethyl-8-fluoro-2-phenylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- vv) 3-[(8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- ww) 2-fluoro-4-[(8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- xx) 4-[(8-fluoro-6-methylphenanthridin-5(6H)-yl)sulfonyl]benzene-1,2-diol;
- yy) 4-[(6-ethyl-8-fluoro-2-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- zz) 4-[(6-ethyl-8-fluoro-2-thien-3-ylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- aaa) 4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenyl 3,3-dimethylbutanoate;
- bbb) 4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenyl propionate;
- ccc) 4-[(6-ethyl-8-fluorophenanthridin-5(6H)-yl)sulfonyl]phenyl benzoate;
- ddd) 2-fluoro-4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- eee) 4-[(2-bromo-6-methylphenanthridin-5(6H)-yl)sulfonyl]-2-fluorophenol;
- fff) 4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]-2-(trifluoromethyl)phenol;
- ggg) 2,6-dimethyl-4-[(6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- hhh) 4-[(6,8-dimethylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- iii) 4-[(8-chloro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- jjj) 4-[(2-bromo-8-chloro-6-methylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- kkk) 2-{6-ethyl-5-[(4-hydroxyphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}phenol;
- III) 4-{{6-ethyl-2-[4-(methylthio)phenyl]phenanthridin-5(6H)-yl}sulfonyl}phenol;
- mmm) 4-{{6-ethyl-2-[(E)-2-phenylethenyl]phenanthridin-5(6H)-yl}sulfonyl}phenol;
- nnn) 4-{{2-(1,1'-biphenyl-4-yl)-6-ethylphenanthridin-5(6H)-yl}sulfonyl}phenol;
- ooo) 4-{{2-(3-chlorophenyl)-6-ethylphenanthridin-5(6H)-yl}sulfonyl}phenol;
- ppp) 4-[(6-ethyl-2-quinolin-8-ylphenanthridin-5(6H)-yl)sulfonyl]phenol;
- qqq) 4-[(6-ethyl-2-phenylphenanthridin-5(6H)-yl)sulfonyl]phenol;

- rrr) 4-{{[6-ethyl-2-(2-methylphenyl)phenanthridin-5(6H)-yl]sulfonyl}phenol;
- sss) 4-{{(6-ethyl-2-thianthren-1-ylphenanthridin-5(6H)-yl)sulfonyl}phenol;
- ttt) 4-{{[2-(1-benzofuran-2-yl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- uuu) 4-{{[6-ethyl-2-(4-hydroxyphenyl)phenanthridin-5(6H)-yl]sulfonyl}phenol;
- vvv) 4-{{[2-(2-chlorophenyl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}phenol;
- www) 4-{{[6-ethyl-2-(4-ethylphenyl)phenanthridin-5(6H)-yl]sulfonyl}phenol;
- xxx) 1-(5-{6-ethyl-5-[(4-hydroxyphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}thien-2-yl)ethanone;
- yyy) 5-{6-ethyl-5-[(4-hydroxyphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}pyrimidine-2,4-diol;
- zzz) 4-{{[6-ethyl-2-(2-hydroxyphenyl)phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- aaaa) 4-{{(6-ethyl-2-thien-3-ylphenanthridin-5(6H)-yl)sulfonyl}-2-methylphenol;
- bbbb) 4-{{[6-ethyl-2-[4-(methylthio)phenyl]phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- cccc) 4-{{[6-ethyl-2-[(E)-2-phenylethenyl]phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- dddd) 4-{{6-ethyl-5-[(4-hydroxy-3-methylphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}benzene-1,2-diol;
- eeee) 4-{{[2-(1,1'-biphenyl-4-yl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- ffff) 4-{{[6-ethyl-2-(3-hydroxyphenyl)phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- gggg) 4-{{[2-(3-chlorophenyl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- hhhh) 4-{{[6-ethyl-2-[(E)-hept-1-enyl]phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- iiii) 4-{{(6-ethyl-2-pyridin-4-ylphenanthridin-5(6H)-yl)sulfonyl}-2-methylphenol;
- jjjj) 4-{{(6-ethyl-2-quinolin-8-ylphenanthridin-5(6H)-yl)sulfonyl}-2-methylphenol;
- kkkk) 4-{{[6-ethyl-2-(2-methylphenyl)phenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- llll) 4-{{[2-(1-benzothien-2-yl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;
- mmmm) 4-{{[2-(1-benzothien-3-yl)-6-ethylphenanthridin-5(6H)-yl]sulfonyl}-2-methylphenol;

nnnn) 4-[(2-dibenzo[*b,d*]furan-4-yl-6-ethylphenanthridin-5(6*H*)-yl)sulfonyl]-2-methylphenol;

oooo) 4-{[2-(1-benzofuran-2-yl)-6-ethylphenanthridin-5(6*H*)-yl]sulfonyl}-2-methylphenol;

pppp) 4-{[6-ethyl-2-(4-hydroxyphenyl)phenanthridin-5(6*H*)-yl]sulfonyl}-2-methylphenol;

qqqq) 4-{[2-(2-chlorophenyl)-6-ethylphenanthridin-5(6*H*)-yl]sulfonyl}-2-methylphenol;

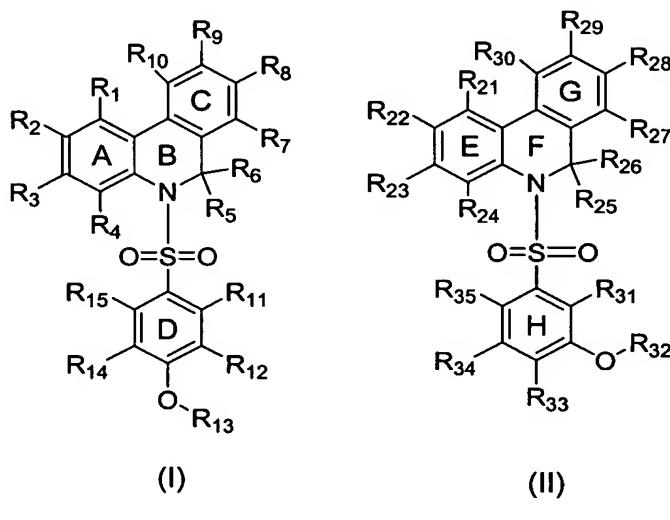
rrrr) 4-{[6-ethyl-2-(4-ethylphenyl)phenanthridin-5(6*H*)-yl]sulfonyl}-2-methylphenol;

ssss) 1-(5-{6-ethyl-5-[(4-hydroxy-3-methylphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}thien-2-yl)ethanone;

tttt) 5-{6-ethyl-5-[(4-hydroxy-3-methylphenyl)sulfonyl]-5,6-dihydrophenanthridin-2-yl}pyrimidine-2,4-diol,

or a pharmaceutically acceptable salt thereof.

9. A pharmaceutical composition, which comprises a compound of formulae (I) or (II) having the structure



wherein

$R_1, R_2, R_3, R_4, R_7, R_8, R_9, R_{10}, R_{11}, R_{12}, R_{14},$  and  $R_{15}$  are each, independently, hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl,  $HO-R_{16}$ -,  $R_{17}-X-R_{16}$ -,  $HS-R_{16}$ -,  $R_{17}-S(O)-$ ,  $R_{17}-S(O)_2-$ ,  $R_{17}-SO_3-$ ,  $R_{17}-S(O)_2NR-$ ,  $-N(R)_2$ ,  $-NR-C(NH_2)=NR$ , cyano, nitro, halogen,  $-OR$ ,  $-SR$ ,  $-SO_3R$ ,  $-S(O)_2N(R)_2$ ,  $-C(O)R$ ,  $-C(R)=N-OR$ ,  $-C(NH_2)=NR$ ,  $-CO_2R$ ,  $-OC(O)R$ , or  $-C(O)N(R)_2$ ; or are taken together with either  $R_{p+1}$  or  $R_{p-1}$  linked with an -alkylene-, or - $X$ -alkylene-group;

$R_5$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -X- $R_{16}$ -, HS- $R_{16}$ -, -CR(O), -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_5$  may be taken together with either  $R_6$  or  $R_7$  and linked with an -alkylene- or -X-alkylene- group;

$R_6$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -X- $R_{16}$ -, HS- $R_{16}$ -, -CR(O), -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_6$  may be taken together with either  $R_5$  or  $R_7$  and linked with an -alkylene- or -X-alkylene- group;

$R_{13}$  is R,  $R_{17}$ -X- $R_{16}$ -,  $R_{17}$ -S(O)-,  $R_{17}$ -S(O)<sub>2</sub>-, -SO<sub>3</sub>R, -S(O)<sub>2</sub>N(R)<sub>2</sub>, or D-glucuronidate;

$R_{16}$  is -alkylene-, -cycloalkylene-, -alkylene-X-alkylene-, -alkylene-X-cycloalkylene-, -cycloalkylene-X-alkylene-, or -cycloalkylene-X-cycloalkylene-;

$R_{17}$  is alkyl, aryl, heteroaryl, cycloalkyl, alkenyl, cycloalkenyl, alkynyl, alkenyl-X-alkylene-, cycloalkenyl-X-alkylene-, or perfluoroalkyl;

R is, independently, hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, monofluoroalkyl, perfluoroalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, hydroxy-(C<sub>2</sub>-C<sub>6</sub>)alkyl, alkoxyalkyl, alkylthioalkyl, formyl, acyl, alkoxy carbonyl, -C(O)NH<sub>2</sub>, alkylaminocarbonyl, dialkylaminocarbonyl, alkylaminoalkyl, or dialkylaminoalkyl; or when an atom contains two R groups, the R groups may be taken together linked with an -alkylene- group;

X is O, -NR-, -S(O)<sub>m</sub>-, -C(O)-, -OC(O)-, -C(O)O-, -NRC(O)-, or -C(O)NR-;

m is 0, 1, or 2;

p is 2, 3, 6, 7, 8, 9, 12, 13, or 14;

$R_{21}$ ,  $R_{22}$ ,  $R_{23}$ ,  $R_{24}$ ,  $R_{27}$ ,  $R_{28}$ ,  $R_{29}$ ,  $R_{30}$ ,  $R_{31}$ ,  $R_{33}$ ,  $R_{34}$ , and  $R_{35}$  are, independently, hydrogen,  $R_{17}$ ; monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -,  $R_{17}$ -S(O)-,  $R_{17}$ -S(O)<sub>2</sub>-,  $R_{17}$ -SO<sub>3</sub>-,  $R_{17}$ -S(O)<sub>2</sub>NR-, -N(R)<sub>2</sub>, -NR-C(NH<sub>2</sub>)=NR, cyano, nitro, halogen, -OR, -SR, -SO<sub>3</sub>R, -S(O)<sub>2</sub>N(R)<sub>2</sub>, -C(O)R, -C(R)=N-OR, -C(NH<sub>2</sub>)=NR, -CO<sub>2</sub>R, -OC(O)R, or -C(O)N(R)<sub>2</sub>; or are taken together with either  $R_{q+1}$  or  $R_{q-1}$  linked with an -alkylene-, or -Y-alkylene- group;

$R_{25}$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -, -CR(O), -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_{25}$  may be taken together with either  $R_{26}$  or  $R_{27}$  and linked with an -alkylene- or -Y-alkylene- group;

$R_{26}$  is hydrogen,  $R_{17}$ , monofluoroalkyl, monofluoroalkenyl, aryl- $R_{16}$ -, heteroaryl- $R_{16}$ -, hydroxyalkyl, HO- $R_{16}$ -,  $R_{17}$ -Y- $R_{16}$ -, HS- $R_{16}$ -, -CR(O)-, -CO<sub>2</sub>R, or -C(O)N(R)<sub>2</sub>; or  $R_{26}$  may be taken together with either  $R_{25}$  or  $R_{27}$  and linked with an -alkylene- or -Y-alkylene- group;

$R_{32}$  is R,  $R_{17}$ -Y- $R_{16}$ -,  $R_{17}$ -S(O)-,  $R_{17}$ -S(O)<sub>2</sub>-, -SO<sub>3</sub>R, -S(O)<sub>2</sub>N(R)<sub>2</sub>, or D-glucuronidate;

Y is O, -NR-, -S(O)<sub>n</sub>-, -C(O)-, -OC(O)-, -C(O)O-, -NRC(O)-, or -C(O)NR-;

n is 0, 1, or 2;

q is 22, 23, 26, 27, 28, 29, 32, 33, or 34;

or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

10. A method of treating or inhibiting chronic inflammatory disease in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

11. A method of treating or inhibiting rheumatoid arthritis, spondyloarthropathies, osteoarthritis, psoriatic arthritis, or juvenile arthritis in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

12. A method of treating or inhibiting inflammatory bowel disease, Crohn's disease, ulcerative colitis, or indeterminate colitis in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

13. A method of treating or inhibiting psoriasis in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

14. A method of treating or inhibiting asthma or chronic obstructive pulmonary disease in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

15. A method of treating or inhibiting stroke, ischemia, or reperfusion injury in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.

16. A method of lowering cholesterol, triglycerides, Lp(a), and LDL levels; inhibiting or treating hypercholesterolemia, hyperlipidemia, cardiovascular disease, atherosclerosis, acute coronary syndrome, peripheral vascular disease, restenosis, or vasospasm in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.
17. A method of treating or inhibiting Alzheimer's disease, cognitive decline, or senile dementia in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.
18. A method of treating or inhibiting type II diabetes in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.
19. A method of treating or inhibiting sepsis in a mammal in need thereof, which comprises administering to said mammal an effective amount of a compound of claim 1.